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Counsel to the Debtors and  
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 In re: : Chapter 11  
 :  
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
 et al., :  
 :  
 Debtors. : Jointly Administered  
 - - - - - x

**THIRD SUPPLEMENTAL ORDER ON DEBTORS' FIFTH OMNIBUS OBJECTION  
 TO CERTAIN MISCLASSIFIED NON-GOODS 503(b)(9) CLAIMS**

THIS MATTER having come before the Court on the Debtors' Fifth Omnibus Objection to Certain Misclassified Non-Goods 503(b)(9) Claims (the "Objection"), and it appearing that due and proper notice and service of the Objection has been given in compliance with Fed. R. Bankr. P. 3007 and 7004 and LBR 3007-1 and was good and sufficient and that no other further notice or service of the Objection need be given; and the Court having

entered the Order on Debtors' Fifth Omnibus Objection to Certain Misclassified Non-Goods 503(b)(9) Claims on July 8, 2009 (Docket No. 4008) (the "Initial Order"); and the Court having entered the Supplemental Order on Debtors' Fifth Omnibus Objection to Certain Misclassified Non-Goods 503(b)(9) Claims on March 17, 2010 (Docket No. 6851) (the "First Supplemental Order"); and the Court having entered the Second Supplemental Order on Debtors' Fifth Omnibus Objection to Certain Misclassified Non-Goods 503(b)(9) Claims on April 30, 2010 (Docket No. 7355) (the "Second Supplemental Order"); and it appearing that the claimant set forth on Exhibit A filed a response to the Objection (the "Response"); and the Court having held a hearing with respect to the foregoing on April 29, 2010; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED to the extent set forth herein.
2. Notwithstanding the Initial Order, the First Supplemental Order, or the Second Supplemental Order, the claim identified on Exhibit A (as attached hereto and incorporated herein) is reclassified as set forth on Exhibit A.

3. The Response filed by the claimant identified on Exhibit A is deemed OVERRULED.

4. The Debtors' rights to object to any claims, including the claim on Exhibit A, on any grounds that governing law permits are not waived and are expressly reserved.

5. To the extent that this Order conflicts with the Initial Order, the First Supplemental Order, or the Second Supplemental Order, this Order shall control.

6. The Debtors shall serve a copy of this Order on the claimant included on Exhibit A to this Order on or before seven (7) days from the entry of this Order.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2010

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Honorable Kevin R. Huennekens  
United States Bankruptcy Judge

WE ASK FOR THIS:

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/s/ Douglas M. Foley  
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Counsel for Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 633 Date Filed: 12/08/2008 Docketed Total: \$43,173.80 Filing Creditor Name and Address: RETAIL MDS INC 2909 SUNSET AVE EAST NORRITON, PA 19403	Claim Holder Name and Address Case Number: 08-35653 RETAIL MDS INC 2909 SUNSET AVE EAST NORRITON, PA 19403 Docketed Total: \$43,173.80 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$43,173.80	Case Number: 08-35653 Modified Total: \$43,173.80 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$43,173.80
		Total Claims To Be Modified: 1  Total Amount As Docketed: \$43,173.80  Total Amount As Modified: \$43,173.80

\* "UNL" denotes an unliquidated claim.